

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

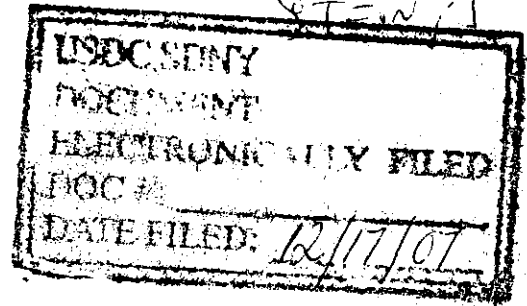
-----)
BERT VLADIMIR, individually and on behalf of all)
others similarly situated,)

Plaintiffs,)

v.)

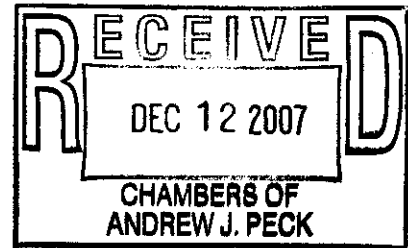
BIOENVISION, INC., CHRISTOPHER B. WOOD,)
JOSEPH P. COOPER, STEVEN A. ELMS,)
MICHAEL G. KAUFFMAN, ANDREW SCHIFF,)
JAMES S. SCIBETTA, and PERSEUS-SOROS)
BIOPHARMACEUTICAL FUND, LP,)

Defendants.)
-----)



Case No. 07-CV-6416 (SHS)(ATP)

**STIPULATION AND ORDER OF
SUBSTITUTION OF COUNSEL**



IT IS HEREBY STIPULATED AND AGREED that Ropes & Gray LLP, 1211 Avenue
of the Americas, New York, NY, 10036, be and hereby is substituted as counsel of record for
defendants Bioenvision, Inc., Christopher B. Wood, and James S. Scibetta in this action, in the
place of Goodwin Procter LLP, Exchange Place, 53 State Street, Boston, MA 02109.

Dated: New York, New York
November 29, 2007

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JAMES S SCIBETTA

PAGE 03

ROPES & GRAY LLP

GOODWIN PROCTER LLP

By: [Signature]
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New York, New York 10036-8704
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-and-
John D. Donovan, Jr.
Christopher G. Green
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Substituted Attorneys for Defendants

By: [Signature]
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Alexis L. Shapiro
Glenn S. Kerner
Exchange Place, 53 State Street
Boston, MA 02109
Telephone: (617) 570-1000
Retiring Attorneys for Defendants

BIOENVISION INC.

By: [Signature]
[Signature]
Christopher B. Wood
[Signature]
James S. Scibetta

SO ORDERED:

[Signature]
United States District Judge

12/17/07
Date

HON. ANDREW J. PECK
United States Magistrate Judge
Southern District of New York

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[Signature]
[Signature]

BY FAX

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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BERT VLADIMIR, individually and on behalf of all)
others similarly situated,)

Plaintiffs,)

v.)

BIOENVISION, INC., CHRISTOPHER B. WOOD,)
JOSEPH P. COOPER, STEVEN A. ELMS,)
MICHAEL G. KAUFFMAN, ANDREW SCHIFF,)
JAMES S. SCIBETTA, and PERSEUS-SOROS)
BIOPHARMACEUTICAL FUND, LP,)

Defendants.)
-----)

Case No. 07-CV-6416

**DECLARATION
PURSUANT TO
LOCAL RULE 1.4**

I, Lee S. Gayer, hereby declare under penalty of perjury as follows:

1. I am counsel with the law firm of Ropes & Gray LLP, and am duly admitted to practice before the courts of the State of New York, and before this Court. I am fully familiar with the facts recited herein.

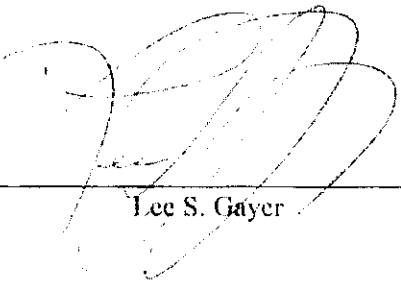
2. I submit this Declaration pursuant to Local Rule 1.4 in support of the request that Ropes & Gray LLP be substituted as counsel of record in this action for defendants Bioenvision, Inc. ("Bioenvision"), Christopher B. Wood ("Wood"), and James S. Scibetta ("Scibetta") in place of Goodwin Procter LLP.

3. In light of a recent merger, Bioenvision seeks to replace its former counsel at Goodwin Procter LLP with its new parent company's counsel, Ropes & Gray LLP. Wood and Scibetta are directors of Bioenvision, and Ropes & Gray LLP will be representing them, as well as the other named individual defendants (Joseph P. Cooper, Steven A. Elms, Michael G. Kauffman and Andrew Schiff), in their respective roles as directors of Bioenvision.

4. This case currently is in its preliminary stages. Lead Plaintiffs Bert Vladimir and Gary Thesling filed an amended class action complaint on November 26, 2007. Defendants are prepared to proceed promptly pursuant a proposed stipulated schedule, which we anticipate will be submitted to the Court shortly for its approval.

WHEREFORE, I respectfully request that the Court grant the request that Ropes & Gray LLP be substituted as attorneys of record in this action for defendants Bioenvision, Inc., Christopher B. Wood, and James S. Scibetta in place of Goodwin Procter LLP.

Executed on December 7, 2007.



Lee S. Gayer